
IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, NORTHERN DIVISION

MC OIL and GAS, LLC, a Nevada limited
liability company,

Plaintiff,

v.

ULTRA RESOURCES, INC., a Wyoming
corporation, UPL THREE RIVERS
HOLDINGS, LLC, a Delaware limited liability
company, and AXIA ENERGY, LLC, a
Delaware limited liability company,

Defendants.

**MEMORANDUM DECISION
AND ORDER DENYING AS MOOT
PLAINTIFF'S MOTION FOR SUMMARY
JUDGMENT REGARDING THE
FIRST RIGHT OF OFFER**

Case No. 1:15-cv-0038-DN

District Judge David Nuffer

Plaintiff MC Oil and Gas, LLC ("MC Oil") has filed a motion¹ for summary judgment ("Motion"), requesting judicial construction of "the meaning of the First Right of Offer provision" in the contract MC Oil and Defendant Axia Energy, LLC ("Axia") entered into on April 24, 2013 ("Purchase Agreement"). Specifically, MC Oil requests a declaration

1) that Defendants Axia, Ultra Resources, Inc. ("Ultra"), and ULP Three Rivers Holdings, LLC ("UPL Three Rivers") (collectively "Defendants") are contractually obligated to provide MC Oil with the right to make an offer on any volume above 1,000 barrels per day of wax crude oil that Defendants produce in the Uinta Basin, 2) that the first Right of Offer is not a one-time provision, but rather remains in place throughout the entire contract period, and 3) that Defendants are in breach of the Agreement because they have failed to provide MC Oil with the opportunity to make the first offer on additional volumes as the [Purchase] Agreement requires.²

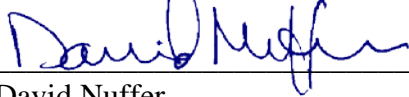
¹ Plaintiff's Motion for Partial Summary Judgment and Memorandum in Support ("Motion"), [docket no. 198](#), filed under seal on October 14, 2015.

² *Id.* at 1.

For the reasons set forth in the Memorandum Decision and Order Granting Defendants' Motion for Summary Judgment Regarding the First Right of Offer,³ MC Oil's present Motion is DENIED as MOOT.

Dated November 12, 2015.

BY THE COURT:

A handwritten signature in blue ink, appearing to read "David Nuffer", is written over a horizontal line.

David Nuffer
United States District Judge

³ [Docket no. 346](#), filed November 6, 2015.